

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
)
DELPHI CORPORATION, *et al.*,) Case No.: 005-44481 (RDD)
) (Jointly Administered)
Debtors.)
) Objection Deadline: June 14, 2006

**STATEMENT OF MONTHLY INTERIM
COMPENSATION AND EXPENSES**

To: The Notice Parties as defined in the Order Under 11 U.S.C. § 331 Establishing
Procedures for Interim Compensation and Reimbursement of Expenses of Professionals

Name of Applicant: Jones Lang LaSalle Americas, Inc.
Authorized to Provide Professional Services to: Delphi Corporation, *et al.*
Date of retention: December 1, 2005 (retroactive to November 3, 2005)
Period for which compensation and expense reimbursement is sought: April 1, 2006 through April 30, 2006
Amount of compensation and expense reimbursement sought for period: \$57,610.17
Summary of Monthly Fee and Expense Statements:

		REQUESTED		PAID	
Date Served	Period Covered	Fees	Expenses	Fees	Expenses
12/14/05	11/01/05 – 11/30/05	\$44,948.34	-0-	\$25,393.12 ¹	-0-
12/14/05	12/01/05 – 12/31/05	\$52,827.75	-0-	\$42,262.20	-0-
02/28/06	01/01/06 – 01/31/06	\$52,827.75	-0-	\$44,070.53 ²	-0-

¹ Due to a clerical error, Jones Lang LaSalle Americas, Inc. received payment, on January 2, 2006 of the full amount of all fees assessed during December 2005, without the intended 20% holdback. In order to correct this error, \$10,565.55, representing 20% of the fees assessed and paid for December 2005 was subtracted from the amount otherwise payable as monthly interim compensation on account of services rendered during November 2005, when that compensation paid on February 2, 2006.

² Due to a clerical error, this amount constituted an overpayment in the amount of \$1,808.33. Because contemporaneously with the filing of this Monthly Statement, JLL is filing its first interim application for compensation, seeking allowance and payment of all compensation, including the amount held back each month for

		REQUESTED		PAID	
Date Served	Period Covered	Fees	Expenses	Fees	Expenses
03/31/06	02/01/06 – 02/28/06	\$54,327.75	\$2,314.64	\$35,028.86 ³	
04/28/06	03/01/06 – 03/31/06	\$54,327.75	\$1,670.77	Pending	Pending
05/31/06	04/01/06 – 04/30/06	\$57,327.75	\$282.42	Pending	Pending

PLEASE TAKE NOTICE that Jones Lang LaSalle Americas, Inc. (the “Applicant”) has today served this Notice of Monthly Statement of Interim Compensation and Expenses, for April 1, 2006 through April 30, 2006 (this “Monthly Statement”) pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Order”), by which Applicant seeks allowance of \$57,327.75 for services rendered from April 1, 2006 through April 30, 2006 (the “Statement Period”), payment of interim compensation in the amount of \$45,862.20, and reimbursement of expenses incurred in connection with such services in the amount of \$282.42 unless an objection to such compensation and reimbursement is timely interposed.

Delphi Corporation and its related debtor entities (collectively, the “Debtors”) have retained the Applicant as Real Estate Administrative and Transaction Services Provider to the Debtors. The terms of the Debtors’ engagement of the Applicant are set forth in the Real Estate Services Agreement between Delphi Automotive Systems LLC and Jones Lang LaSalle Americas, Inc., dated September 2, 2005, as amended by that certain First Amendment to Real Estate Services Agreement dated November 9, 2005 (the “Engagement Agreement”). The Debtors’ employment of the Applicant was approved by the Court on December 1, 2005, retroactive to November 3, 2005.

professional services rendered through January 2006. JLL has not reduced the amount for which payment is sought by this statement on account of the overpayment

³ The Applicant has not yet received the full interim amount to which it is entitled for services rendered and costs incurred during February, 2006. The Applicant has not received an objection to the compensation and reimbursement requested and is presently working with Debtors’ counsel to investigate this issue further.

As contemplated by the Engagement Agreement, the Applicant has dedicated 100% of certain professionals' time to assist the Debtors with respect to domestic and international real estate transactions, including lease renewals, new space acquisitions and building and lease dispositions. As set forth in the Engagement Agreement, Applicant is entitled to compensation on account of the monthly efforts rendered by both Administrative Services Account Personnel and Transaction Services Account Personnel according to the following formula:

Jones Lang LaSalle will be entitled to a fee for Administrative Services in an amount equal to the sum of: (i) the cost of salary of all Administrative Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overhead allocation and profit factor equal to seventy-five (75%) percent for Administrative Services Account Personnel of (i) above.

and

Jones Lang LaSalle will be entitled to a fee for Transaction Services Account Personnel in an amount equal to the sum of: (i) the cost of salary of all Transaction Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overhead allocation and profit factor equal to fifty-five (55%) percent for Transaction Services Account Personnel of (i) above.

Engagement Agreement, Exhibit B ¶¶ IA, IIA.

The Applicant seeks compensation for the services rendered during the Statement Period by five individuals: Janice Lannoo and Lois Jankow, each of whom provided services as a Lease Analyst; Eric Zhang, Chauncey Hitchcock, Monica Lee and Jas Lozinski, each of whom served as a Transaction Manager in the engagement with the Debtors. Ms. Lannoo, Ms. Jankow and Mr. Hitchcock are each stationed at the Debtors' headquarters in Troy, Michigan. Mr. Zhang holds an office in Shanghai and provides services to the Debtors with respect to transactions throughout Asia. Mr. Lozinski is based in Luton, England, and provides services to the Debtors

with respect to transactions throughout Europe. Ms. Lee is based in Sao Paulo, Brazil and provides services to the Debtors with respect to transactions throughout South America.

A general description of the services rendered by the Applicants' Lease Analysts and Transaction Managers to the Debtors is attached hereto as **Exhibit A**. The detailed amount of compensation to which Applicant is entitled for services rendered during the Statement Period for each of the Transaction Services Account Personnel and Administrative Services Account Personnel dedicated exclusively to assist the Debtors is set forth in the invoices attached hereto as **Group Exhibit B**.

During the month of April, 2006, JLL incurred expenses totaling \$282.42 in connection with the professional services rendered by Monica Lee for travel related to pending and potential real estate transactions. Such expenses were incurred at the Debtors' direction and/or for the Debtors' benefit. An invoice for these expenses is attached as **Exhibit C**.

In addition, Applicant maintains the Delphi+ Lease Administration System database, for which JLL is entitled to receive an additional monthly fee of \$1,500.00. An invoice for this fee is attached as **Exhibit D**.

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Statement, if any, must be served upon the undersigned counsel on or before June 14, 2006 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties identified in the Compensation Order so as to be received by the Notice Parties on or before the Objection Deadline.

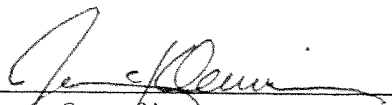
PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, so long as no objection has been served in the time and manner required in this Notice, the Debtors shall pay to the Applicant an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in this Monthly Statement or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection. All fees and expenses in this Monthly Statement will be included in the next interim application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objection at such time.

PLEASE TAKE FURTHER NOTICE that Applicant reserves the right to correct, supplement or amend this request for interim compensation until a final application is filed.

Dated: May 31, 2006

JONES LANG LASALLE AMERICAS, INC.

By:


One of its attorneys

Joseph D. Frank (IL ARDC # 6216085)
Jeremy C. Kleinman (IL ARDC # 6270080)
FRANK/GECKER LLP
325 North LaSalle Street, Suite 625
Chicago, Illinois 60610
(312) 276-1400 – telephone
(312) 276-0035 – facsimile

EXHIBIT A

Lease Analyst

The Lease Analyst position is 100% dedicated on-site with Delphi Corporation and is responsible for a full scope of Lease Administration services including: Abstracting and interpreting commercial lease documents (leases, amendments, subleases), rent analysis and rent payment processing, client/vendor/landlord relationship management, resolution of rent and other Landlord/Tenant issues, reviewing annual landlord reconciliation statements and calculations to ensure accuracy and lease compliance, data entry and data management of lease documents, tracking and maintaining critical dates, financial analysis, subtenant account management, and billing/collections of third party tenant rents. Position is also responsible for reviewing Escalation/CAM & real estate tax invoices as well as special projects as assigned by manager.

Transaction Manager

The Transaction Manager position is 100% dedicated on site with Delphi Corporation and is responsible for a full scope of real estate transaction management services including: leading the site selection process for new leased and owned facilities, leading the negotiation process for new lease and purchase transactions with landlords, collaborating with legal (internal and external to the client) to memorialize terms in documentation. The Transaction Manager also manages the process of entering into new license agreements, easements, and other real estate related matters, as well as renewals of the same. The Transaction Manager carries out these responsibilities both individually and through management of third-party brokers when necessary (both within and external to Jones Lang LaSalle). The Transaction Manager also contributes to the development of real estate requirements on both a one-off basis and portfolio basis for Delphi's real estate portfolio, working closely with contacts in the Facilities Services Group (FSG), environmental services, and business divisions.

EXHIBIT B



*Jones Lang LaSalle Americas, Inc.
Attn: Janice Hebron
P.O. Box 71700
Chicago, IL 60694-1700
(312) 228-2428*

- Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
- Attention: Mark Kamischke

Date: May 30, 2006

Invoice No: 16781

Services of:

Eric Zhang / China: April 1- April 30, 2006	\$6,491.91
Jas Lozinski / England: April 1- April 30, 2006	\$22,419.17
Monica Lee / Brazil: April 1- April 30, 2006	\$3,000.00

Amount currently due and payable: \$31,911.08

Please return remittance to:

Jones Lang LaSalle Americas, Inc.
P. O. Box 71700
Chicago, IL 60694-1700
Tax ID # 36-416-0760



*Jones Lang LaSalle Americas, Inc.
Attn: Janice Hebron
P.O. Box 71700
Chicago, IL 60694-1700
(312) 228-2428*

- Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
- Attention: Mark Kamischke

Date: May 30, 2006

Invoice No: 16782

Services of Chauncey Hitchcock/ Troy MI: April 1 – April 30, 2006

\$9,041.67

Amount currently due and payable: \$9,041.67

Please return remittance to:

Jones Lang LaSalle Americas, Inc.
P.O. Box 71700
Chicago, IL 60694-1700
Tax ID # 36-416-0760



*Jones Lang LaSalle Americas, Inc.
Attn: Janice Hebron
P.O. Box 71700
Chicago, IL 60694-1700
(312) 228-2428*

- Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
- Attention: Mark Kamischke

Date: May 30, 2006

Invoice No: 16783

Services of:

Lois Jankow / Troy, MI: April 1- April 30, 2006

\$8,750.00

Janice Lannoo / Troy, MI: April 1- April 30, 2006

\$6,125.00

Amount currently due and payable: \$14,875.00

Please return remittance to:

Jones Lang LaSalle Americas, Inc.
P.O. Box 71700
Chicago, IL 60694-1700
Tax ID # 36-416-0760

EXHIBIT C



*Jones Lang LaSalle Americas, Inc.
Attn: Janice Hebron
P.O. Box 71700
Chicago, IL 60694-1700
(312) 228-2428*

- Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
- Attention: Mark Kamischke

Date: May 30, 2006

Invoice No: 16785

Travel Expenses for Monica Lee

April 2006

\$282.45

Amount currently due and payable: \$282.45

Please return remittance to:

Jones Lang LaSalle Americas, Inc.
P. O. Box 71700
Chicago, IL 60694-1700
Tax ID # 36-416-0760

EXHIBIT D



*Jones Lang LaSalle Americas, Inc.
Attn: Janice Hebron
P.O. Box 71700
Chicago, IL 60694-1700
(312) 228-2428*

- Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
- Attention: Mark Kamischke

Date: May 30, 2006

Invoice No: 16784

Lease Administration Delphi Plus Fee - April

\$1,500.00

Amount currently due and payable: \$1,500.00

Please return remittance to:

Jones Lang LaSalle Americas, Inc.
P. O. Box 71700
Chicago, IL 60694-1700
Tax ID # 36-416-0760

CERTIFICATE OF SERVICE

I, Jeremy C. Kleinman, an attorney, hereby certify that on May 31, 2006, I caused the attached **Statement of Monthly Interim Compensation and Reimbursement of Expenses** to be served by hand delivery or Federal Express overnight delivery, as indicated, upon each of the parties listed below.

Via Federal Express
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Att'n: General Counsel

Via Federal Express
Skadden, Arps, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606
Att'n: John Wm. Butler, Jr.

Via Federal Express
Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, Suite 2100
New York, New York 10004
Att'n: Alicia M. Leonhard

Via Federal Express
Latham & Watkins LLP
885 Third Avenue
New York, New York 10017
Att'n: Robert J. Rosenberg

Via Federal Express
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Att'n: Marissa Wesley

Via Federal Express
Davis Polk & Wardell
450 Lexington Avenue
New York, New York 10017
Att'n: Marlane Milican



Jeremy C. Kleinman